

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled Spa Control System, a copy of which

( ) is attached hereto.

(X) was filed on July 26, 1988 as Application Serial No. 224,869 and was amended on \_\_\_\_\_.  
(if applicable)

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed: NONE.

Prior Foreign Application(s)

			<u>Priority Claimed</u>
(Number)	(Country)	(Day/Month/Year Filed)	( ) ( ) Yes No
(Number)	(Country)	(Day/Month/Year Filed)	( ) ( ) Yes No
(Number)	(Country)	(Day/Month/Year Filed)	( ) ( ) Yes No

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application: NONE.

054,581 (Application Serial No.)	05/27/87 (Filing Date)	Pending (Status) (Patented, Pending, Abandoned) Pending and will issue to U.S. Patent _____
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(Application Serial No.)	(Filing Date)	(Status) (Patented, Pending, Abandoned)
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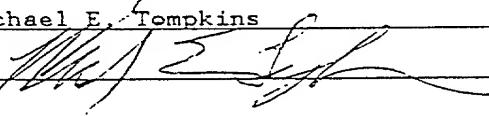
I hereby appoint the following attorney(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, with full power of substitution and revocation:

David M. Ostfeld, Registration No. 27,827  
Address all correspondence to:

David M. Ostfeld  
Chamberlain, Hrdlicka, White, Johnson & Williams  
1200 Smith Street, 1400 Citicorp Center  
Houston, Texas 77002  
(713) 658-1818

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole  
or first inventor Michael E. Tompkins

Inventor's Signature  Date 10/12/88

Residence 1024 West Loop North, Houston, Texas 77055

Citizenship U.S.A.

Post Office Address \_\_\_\_\_

Full name of second joint inventor, if any Michael J. Green

Second Inventor's Signature  Date 10/12/88

Residence 1024 West Loop North, Houston, Texas 77055

Citizenship U.S.A.

Post Office Address \_\_\_\_\_

Full name of third joint inventor, if any \_\_\_\_\_

Third Inventor's signature \_\_\_\_\_

Residence \_\_\_\_\_

Citizenship \_\_\_\_\_

Post Office Address \_\_\_\_\_

PATENT  
Docket No. BALIN 43622

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANT: )  
MICHAEL E. TOMPKINS and )  
MICHAEL J. GREEN )  
 )  
SERIAL NO.: 08/822,179 )  
 )  
FILED: MARCH 20, 1997 ) May 29, 1997  
 ) Los Angeles, CA 90024  
TITLE: SPA CONTROL SYSTEM )  
 )

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST  
(REVOCATION OF PRIOR POWERS)**

Assistant Commissioner for Patents  
Washington, D.C. 20231

Dear Sir:

As assignee of record of the entire interest of the above identified application, all powers of attorney previously given are hereby revoked and the following attorney(s) are hereby appointed to prosecute and transact all business in the Patent and Trademark Office connected therewith:

Craig B. Bailey	28,786
John V. Hanley	38,171
Richard A. Bardin	20,365
Gilbert G. Kovelman	19,522
I. Morley Drucker	19,751
James W. Paul	29,967
John S. Nagy	30,664
Thomas H. Majcher	31,119

all of the law firm of:

FULWIDER PATTON LEE & UTECHT, LLP  
10877 Wilshire Boulevard  
Tenth Floor  
Los Angeles, California 90024

Please send all correspondence and direct all telephone calls to:

Craig B. Bailey  
FULWIDER PATTON LEE & UTECHT, LLP  
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(310) 824-9696 - Facsimile

Balboa Instruments, Inc., ASSIGNEE  
1690 Scenic Drive  
Costa Mesa, CA 92626

Clark Manufacturing, Inc., ASSIGNEE  
14951 Monte Vista Avenue  
Chino, CA 91710

#### ASSIGNEE CERTIFICATION

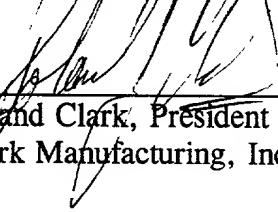
Attached to this Power is a "CERTIFICATE UNDER 37 CFR 3.73(b)".

Date: 5/29/97

By: 

David J. Cline, President  
Balboa Instruments, Inc.

Date: 5-30-97

By: 

Roland Clark, President  
Clark Manufacturing, Inc.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANT: )  
MICHAEL E. TOMPKINS and )  
MICHAEL J. GREEN )  
 )  
SERIAL NO.: 08/822,179 )  
 )  
FILED: MARCH 20, 1997 ) May 24, 1997  
 ) Los Angeles, CA 90024  
TITLE: SPA CONTROL SYSTEM )  
 )

CERTIFICATE UNDER 37 CFR 3.73(b)

Balboa Instruments, Inc., a California corporation, and Clark Manufacturing, Inc., a California corporation, certify that they are the assignees of the entire right, title and interest in the patent application identified above by virtue of a chain of title from the inventors of the patent application identified above, to the current assignee as shown below:

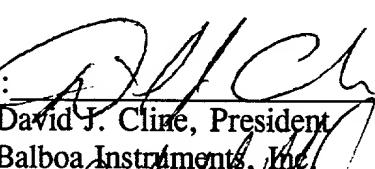
1. From: Michael E. Tompkins and Michael J. Green  
To: Siege Industries, Inc.  
The document was recorded in the Patent and Trademark Office at Reel 4952, Frame 589, and a copy thereof is attached.
2. From: Siege Industries, Inc.  
To: Irving C. Siegel  
The document was recorded in the Patent and Trademark Office at Reel 7097, Frame 209, and a copy thereof is attached.
3. From: Irving C. Siegel  
To: Balboa Instruments, Inc.  
Clark Manufacturing, Inc.  
The document was mailed to the Patent and Trademark Office for recordation on May 21, 1997, and a copy thereof is attached.

The undersigned have reviewed all the documents in the chain of title of the patent application identified above and, to the best of undersigned's knowledge and belief, title is in the assignees identified above.

The undersigned (whose title is supplied below) is empowered to sign this certificate on behalf of the assignee for which that signatory acts.

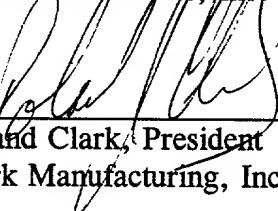
I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing therefrom.

Date: 5/29/97

By: 

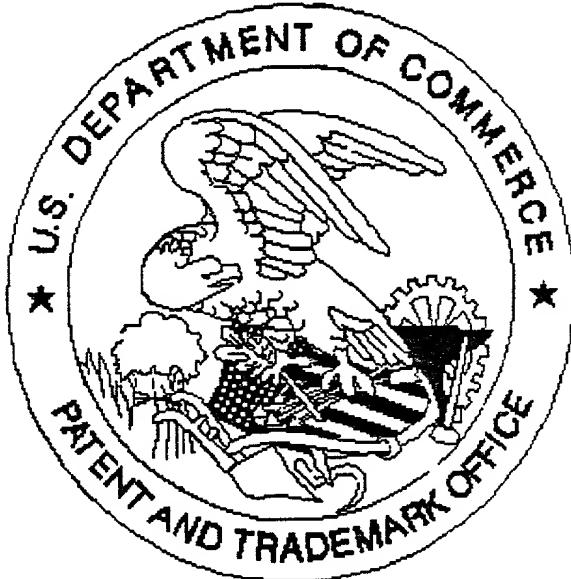
David J. Cline, President  
Balboa Instruments, Inc.

Date: 5-30-97

By: 

Roland Clark, President  
Clark Manufacturing, Inc.

United States Patent & Trademark Office  
Office of Initial Patent Examination -- Scanning Division



Application deficiencies found during scanning:

SCANNED, # 10

Page(s) 2 pp. of Drawings were not present  
for scanning. (Document title)

Page(s) \_\_\_\_\_ of \_\_\_\_\_ were not present  
for scanning. (Document title)

*Scanned copy is best available.*